

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

In Re CNET NETWORKS, INC.
SHAREHOLDER DERIVATIVE
LITIGATION.

Master File No. C 06-03817 WHA

This Document Relates To:

**STAY PENDING BOOKS
AND RECORDS DEMAND**

ALL ACTIONS.

In order to allow plaintiffs a reasonable period to pursue their rights under Delaware Corporations Code § 220 to inspect books and records and to allow an enforcement action in the Delaware courts, this action will now be **STAYED** until further order. Defendant CNET is requested to cooperate and to expedite the inspection, especially since CNET itself raised the availability of such an inspection in its recent memoranda.

If an enforcement action is brought, then the following may be of assistance to the Delaware court. Recognizing that the inspection rights are a matter of Delaware law and for the Delaware court to decide in the event that the parties cannot agree, the Delaware court may nonetheless desire information as to the categories of books and records that might well shed light on the issues pending before this Court. They would be:

1. All books and records showing the extent to which the CNET compensation committee delegated (or did not delegate) to management, either expressly or by custom and practice, the authority to select the exercise price or

1 grant date of stock options under the 1997 plan and, if such delegation occurred,
2 the extent to which the compensation committee was made aware of the exercise
3 prices and dates selected.

4 2. All books and records establishing the specific chronology and
5 events leading to the stock-option grants alleged in the complaint and exercise
6 prices and grant dates associated therewith.

7 3. All books and records needed to determine to whether
8 Messrs. Colligan and Robison received stock options that were backdated.


9 4. All books and records necessary to show the extent to which any
10 minutes or unanimous written consents for the compensation committee (while
11 Colligan and Robison were members) were backdated, at least as to those
12 minutes involving stock-option grants.

13 The foregoing is without prejudice to other possible requests.

14 Plaintiffs must make any renewed demand by **MAY 14, AT NOON**. Plaintiffs should not
15 seek to enforce the inspection rights in the instant action but should seek to enforce their
16 inspection rights in the Delaware courts, if at all. If alacrity is not in evidence, the stay will be
17 lifted. A case management conference will be held on **MAY 31, AT 11:00 A.M.** to learn the
18 status and to possibly set further deadlines for the amended pleading and motion to dismiss.

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20 **IT IS SO ORDERED.**

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22 Dated: May 9, 2007.

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25 WILLIAM ALSUP
26 UNITED STATES DISTRICT JUDGE
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